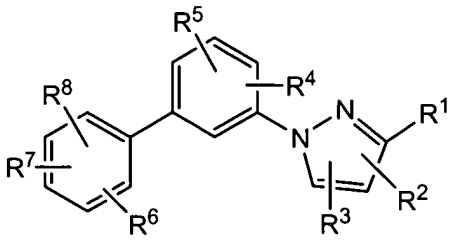
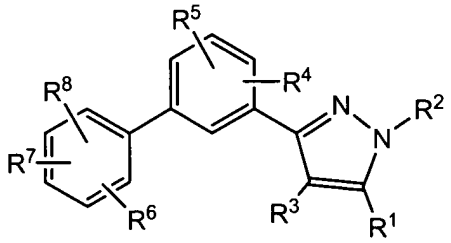
In the Claims:

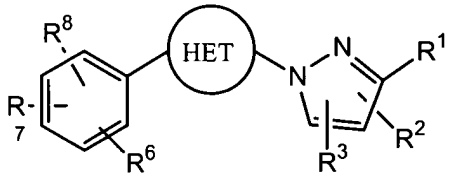
1(Original). A compound represented by Formula (I), (II), (III) or (IV):



(I)

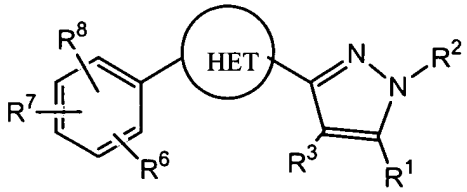


(II)



(III)

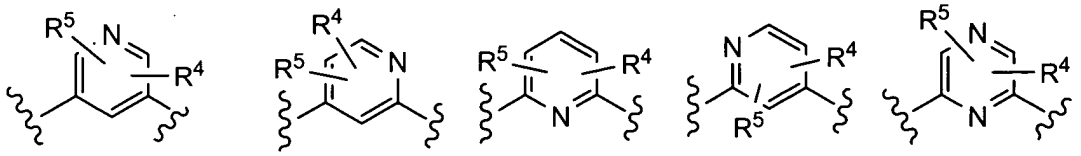
or



(IV)

or a pharmaceutically acceptable salt thereof, wherein

HET is one of the following heterocycles:



R^1 is

(a) H;

(b) C_1-C_6-alkyl, C_2-C_4-alkenyl, C_2-C_4-alkynyl,C_3-C_6-cycloalkyl, or C_1-C_4-alkyl-[C_3-C_6-cycloalkyl], any of which is optionally substituted with one or more of the following substituents: F, CF_3, OH, O-(C_1-C_4)alkyl, $S(O)_{0-2}$-(C_1-C_4)alkyl, O-$CONR^aR^b$, NR^aR^b, $N(R^a)CONR^aR^b$, COO-(C_1-C_4)alkyl, COOH, CN, $CONR^aR^b$, $SO_2NR^aR^b$, $N(R^a)SO_2NR^aR^b$, -$C(=NH)NH_2$, tetrazolyl, triazolyl, imidazolyl, oxazolyl, oxadiazolyl, isooxazolyl, thiazolyl, furyl, thienyl, pyrazolyl, pyrrolyl, pyridyl, pyrimidinyl, pyrazinyl, phenyl, piperidinyl, morpholinyl, pyrrolidinyl or piperazinyl;

(c) -O-C_1-C_6-alkyl, -O-C_3-C_6-cycloalkyl, -S-C_1-C_6-alkyl or -S-C_3-C_6-cycloalkyl, any of which is optionally substituted with one or more of the following substituents: F, CF_3, OH, O-(C_1-C_4)alkyl, $S(O)_{0-2}$-(C_1-C_4)alkyl, O-$CONR^aR^b$, NR^aR^b, $N(R^a)CONR^aR^b$, COO-(C_1-C_4)alkyl, COOH, CN, $CONR^aR^b$, $SO_2NR^aR^b$, $N(R^a)SO_2NR^aR^b$, -$C(=NH)NH_2$, tetrazolyl, triazolyl, imidazolyl, oxazolyl, oxadiazolyl, isooxazolyl, thiazolyl, furyl, thienyl, pyrazolyl, pyrrolyl, pyridyl, pyrimidinyl, pyrazinyl, phenyl, piperidinyl, morpholinyl, pyrrolidinyl or piperazinyl;

(d) -C_0-C_4-alkyl-C_1-C_4-perfluoroalkyl, or -O-C_0-C_4-alkyl-C_1-C_4-perfluoroalkyl;

(e) -OH;

(f) -O-aryl, or –O-C_1-C_4-alkyl-aryl, wherein aryl is phenyl, pyridyl, pyrimidinyl, furyl, thienyl, pyrrolyl, triazolyl, pyrazolyl, thiazolyl, isoxazolyl, oxazolyl, or oxadiazolyl, any aryl of which is optionally substituted with 1-3 substituents selected from i) F, Cl, Br, I, ii) -CN, iii) -NO_2, iv) –C(=O)(R^a), v) -OR^a, vi) -NR^aR^b, vii) -C_{0-4}alkyl-CO-OR^a, viii) -(C_{0-4}alkyl)-NH-CO-OR^a, ix) -(C_{0-4}alkyl)-CO-N(R^a)(R^b), x) -$S(O)_{0-2}R^a$, xi) -$SO_2N(R^a)(R^b)$, xii) -$NR^aSO_2R^a$, xiii) -C_{1-10}alkyl, and xiv) -C_{1-10}alkyl, wherein one or more of the alkyl carbons can be replaced by a -NR^a-, -O-, -$S(O)_{1-2}$-, -O-C(O)-, -C(O)-O-, -C(O)-$N(R^a)$-, -$N(R^a)$-C(O)-, -$N(R^a)$-C(O)-$N(R^a)$-, -C(O)-, -CH(OH)-, -C=C-, or -C≡C- ;

(g) -$OCON(R^a)(R^b)$, or -$OSO_2N(R^a)(R^b)$;

(h) -SH, or -$SCON(R^a)(R^b)$;

(i) NO_2;

(j) NR^aR^b, $-N(COR^a)R^b$, $-N(SO_2R^a)R^b$, $-N(R^a)SO_2N(R^a)_2$, $-N(OR^a)CONR^aR^b$, $-N(R^a)SO_2R^a$ or $-N(R^a)CON(R^a)_2$;

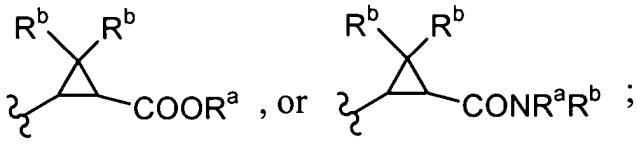
(k) $-CH(OR^a)R^a$, $-C(OR^b)CF_3$, $-CH(NHR^b)R^a$, $-C(=O)R^a$, $C(=O)CF_3$, $-SOCH_3$, $-SO_2CH_3$, $COOR^a$, CN, $CONR^aR^b$, $-COCONR^aR^b$, $-SO_2NR^aR^b$, $-CH_2O-SO_2NR^aR^b$, $SO_2N(R^a)OR^a$, $-C(=NH)NH_2$, $-CR^a=N-OR^a$, $CH=CHCONR^aR^b$;

(l)$-CONR^a(CH_2)_{0-2}C(R^a)(R^b)(CH_2)_{0-2}CONR^aR^b$;

(m)tetrazolyl, tetrazolinonyl, triazolyl, triazolinonyl, imidazolyl, imidozolonyl, oxazolyl, oxadiazolyl, isooxazolyl, thiazolyl, furyl, thienyl, pyrazolyl, pyrazolonyl, pyrrolyl, pyridyl, pyrimidinyl, pyrazinyl, or phenyl, any of which is optionally substituted with 1-3 substituents selected from i) F, Cl, Br, I, ii) -CN, iii) $-NO_2$, iv) $-C(=O)R^a$, v) C_1-C_6-alkyl , vi) $-O-R^a$, vii) $-NR^aR^b$, viii) - C_0-C_4-alkyl $-CO-O\ R^a$, ix) -(C_0-C_4-alkyl)-NH-CO-OR^a, x) -(C_0-C_4-alkyl)-CO-$NR^a\ R^b$, xi) $-S(O)_{0-2}R^a$, xii) $-SO_2NR^aR^b$, xiii) $-NHSO_2R^a$, xiv) $-C_1$-C_4-perfluoroalkyl, and xv) $-O-C_1$-C_4-perfluoroalkyl;

(n) $-C(R^a)=C(R^b)-COOR^a$, or $-C(R^a)=C(R^b)-CONR^aR^b$;

(o)



(p) piperidin-1-yl, morpholin-1-yl, pyrrolidin-1-yl, piperazin-1-yl or 4-susbstituted piperazin-1-yl, any of which is optionally substituted with 1-3 substituents selected from i) -CN, ii) $-C(=O)(R^a)$, iii) C_1-C_6-alkyl , iv) $-OR^a$, v) $-NR^aR^b$, vi) $-C_0$-C_4-alkyl-$CO-OR^a$, vii) -(C_0-C_4-alkyl)-NH-CO-OR^a, viii) -(C_0-C_4-alkyl)-$CON(R^a)(R^b)$, ix) $-SR^a$, x) $-S(O)_{0-2}R^a$, xi) $-SO_2N(R^a)(R^b)$, xii) $-NR^aSO_2R^a$ xiii) $-C_1$-C_4-perfluoroalkyl and xiv) $-O-C_1$-C_4-perfluoroalkyl;

R^a is

(a) H;

(b) C_1-C_4-alkyl, optionally substituted with one or more of the following substituents: F, CF_3, OH, O-(C_1-C_4)alkyl, $S(O)_{0-2}$-(C_1-C_4)alkyl, $-OCONH_2$, $-OCONH(C_1$-C_4alkyl), $-OCON(C_1$-C_4alkyl)(C_1-C_4alkyl), $-OCONHC_1$-C_4alkyl-aryl), $-OCON(C_1$-C_4alkyl)(C_1-C_4alkyl-aryl), NH_2, $NH(C_1$-C_4alkyl), $N(C_1$-C_4alkyl)(C_1-C_4alkyl), $NH(C_1$-C_4alkyl-aryl), $N(C_1$-C_4alkyl)(C_1-C_4alkyl-aryl), $NHCONH_2$, $NHCONH(C_1$-C_4alkyl), $NHCONH(C_1$-C_4alkyl-aryl), $-NHCON(C_1$-C_4alkyl)(C_1-C_4alkyl), $NHCON(C_1$-

C_4alkyl)(C_1-C_4alkyl-aryl), N(C_1-C_4alkyl)CON(C_1-C_4alkyl)(C_1-C_4alkyl), N(C_1-C_4alkyl)CON(C_1-C_4alkyl)(C_1-C_4alkyl-aryl), COO-(C_1-C_4-alkyl), COOH, CN, $CONH_2$, CONH(C_1-C_4alkyl), CON(C_1-C_4alkyl)(C_1-C_4alkyl), SO_2NH_2, SO_2NH(C_1-C_4alkyl), SO_2NH(C_1-C_4alkyl-aryl), SO_2N(C_1-C_4alkyl)(C_1-C_4alkyl), $NHSO_2NH_2$, -C(=NH)NH_2, tetrazolyl, triazolyl, imidazolyl, oxazolyl, oxadiazolyl, isooxazolyl, thiazolyl, furyl, thienyl, pyrazolyl, pyrrolyl, pyridyl, pyrimidinyl, pyrazinyl, phenyl, piperidinyl, morpholinyl, pyrrolidinyl or piperazinyl;

(c) C_0-C_4-alkyl-(C_1-C_4)-perfluoroalkyl; or

(d) -C_1-C_4-alkyl-aryl, wherein aryl is phenyl, pyridyl, pyrimidinyl, furyl, thienyl, pyrrolyl, triazolyl, pyrazolyl, thiazolyl, isoxazolyl, oxazolyl, or oxadiazolyl, any aryl of which is optionally substituted with 1-3 substituents selected from i) F, Cl, Br, I, ii) -CN, iii) -NO_2, iv) –C(=O)(C_1-C_4-alkyl), v) -O(C_1-C_4-alkyl), vi) -N(C_1-C_4-alkyl)(C_1-C_4-alkyl), vii) -C_{1-10}alkyl, and viii) -C_{1-10}alkyl,wherein one or more of the alkyl carbons can be replaced by a - O-, -$S(O)_{1-2}$-, -O-C(O)-, -C(O)-O-, -C(O)-, -CH(OH)-, -C=C-, or -C≡C-;

R^b is

(a) H; or

(b) C_1-C_6-alkyl, optionally substituted with one or more of the following substituents: F, CF_3, OH, O-(C_1-C_4)alkyl, $S(O)_{0-2}$-(C_1-C_4)alkyl, -$OCONH_2$, -OCONH(C_1-C_4alkyl), NH_2, NH(C_1-C_4alkyl), N(C_1-C_4alkyl)(C_1-C_4alkyl), $NHCONH_2$, NHCONH(C_1-C_4alkyl), -NHCON(C_1-C_4alkyl)(C_1-C_4alkyl), COO-(C_1-C_4-alkyl), COOH, CN, or $CONH_2$;

R^2 is:

(a) H;

(b)-C_1-C_4-alkyl, -C_3-C_6-cycloalkyl or -C_1-C_4-alkyl-(C_3-C_6)-cycloalkyl, optionally substituted with one or more of the following substituents: F, CF_3, OH, O-(C_1-C_4)alkyl, $S(O)_{0-2}$-(C_1-C_4)alkyl, O-$CONR^aR^b$, NR^aR^b, $N(R^a)CONR^aR^b$, COO-(C_1-C_4)alkyl, COOH, CN, $CONR^aR^b$, $SO_2NR^aR^b$, $N(R^a)SO_2NR^aR^b$, -C(=NH)NH_2, tetrazolyl, triazolyl, imidazolyl, oxazolyl, oxadiazolyl, isooxazolyl, thiazolyl, furyl, thienyl, pyrazolyl, pyrrolyl, pyridyl, pyrimidinyl, pyrazinyl, phenyl, piperidinyl, morpholinyl, pyrrolidinyl or piperazinyl;

(c) -C_0-C_4-alkyl-C_1-C_4-perfluoroalkyl;

(d) aryl or -(C_1-C_4-alkyl)-aryl, wherein aryl is phenyl, pyridyl, pyrimidinyl, furyl, thienyl, pyrrolyl, triazolyl, pyrazolyl, thiazolyl, isoxazolyl, oxazolyl, or oxadiazolyl, any aryl of which is optionally substituted with 1-3 substituents selected from i) F, Cl, Br, I,

ii) -CN, iii) -NO_2, iv) –C(=O)(R^a), v) -OR^a, vi) -NR^aR^b, vii) -C_{0-4}alkyl-CO-OR^a, viii) -(C_{0-4}alkyl)-NH-CO-OR^a, ix) -(C_{0-4}alkyl)-CO-N(R^a)(R^b), x) -$S(O)_{0-2}R^a$, xi) -$SO_2N(R^a)(R^b)$, xii) -$NR^aSO_2R^a$, xiii) -C_{1-10}alkyl, and xiv) -C_{1-10}alkyl, wherein one or more of the alkyl carbons can be replaced by a -NR^a-, - O-, -$S(O)_{1-2}$-, -O-C(O)-, -C(O)-O-, -C(O)-N(R^a)-, -N(R^a)-C(O)-, -N(R^a)-C(O)-N(R^a)-, -C(O)-, -CH(OH)-, -C=C-, or -C≡C-;

(e) -C(=O)(R^a), -$CONR^aR^b$, COO-(C_1-C_4)alkyl, - SO_2R^a, N(R^a)COR^a , -$SO_2N(R^a)(R^b)$;

R^3 is

(a) H;

(b) -C_1-C_4-alkyl, -C_3-C_6-cycloalkyl or -C_1-C_4-alkyl-(C_3-C_6)-cycloalkyl, optionally substituted with one or more of the following substituents: F, CF_3, OH, O-(C_1-C_4)alkyl, $S(O)_{0-2}$-(C_1-C_4)alkyl, O-$CONR^aR^b$, NR^aR^b, N(R^a)$CONR^aR^b$, COO-(C_1-C_4)alkyl, COOH, CN, $CONR^aR^b$, $SO_2NR^aR^b$, N(R^a)$SO_2NR^aR^b$, -C(=NH)NH_2, tetrazolyl, triazolyl, imidazolyl, oxazolyl, oxadiazolyl, isooxazolyl, thiazolyl, furyl, thienyl, pyrazolyl, pyrrolyl, pyridyl, pyrimidinyl, pyrazinyl, phenyl, piperidinyl, morpholinyl, pyrrolidinyl or piperazinyl;

(c) -C_0-C_4-alkyl-C_1-C_4-perfluoroalkyl;

(d) aryl or -(C_1-C_4-alkyl)-aryl, wherein aryl is phenyl, pyridyl, pyrimidinyl, furyl, thienyl, pyrrolyl, triazolyl, pyrazolyl, thiazolyl, isoxazolyl, oxazolyl, or oxadiazolyl, any aryl of which is optionally substituted with 1-3 substituents selected from i) F, Cl, Br, I, ii) -CN, iii) -NO_2, iv) –C(=O)(R^a), v) -OR^a, vi) -NR^aR^b, vii) -C_{0-4}alkyl-CO-OR^a, viii) -(C_{0-4}alkyl)-NH-CO-OR^a, ix) -(C_{0-4}alkyl)-CO-N(R^a)(R^b), x) -$S(O)_{0-2}R^a$, xi) -$SO_2N(R^a)(R^b)$, xii) -$NR^aSO_2R^a$, xiii) -C_{1-10}alkyl, and xiv) -C_{1-10}alkyl, wherein one or more of the alkyl carbons can be replaced by a -NR^a-, - O-, -$S(O)_{1-2}$-, -O-C(O)-, -C(O)-O-, -C(O)-N(R^a)-, -N(R^a)-C(O)-, -N(R^a)-C(O)-N(R^a)-, -C(O)-, -CH(OH)-, -C=C-, or -C≡C-;

(e) -O-C_1-C_4-alkyl, -O-C_0-C_4-alkyl-C_1-C_4-perfluoroalkyl, -O-aryl or -O(C_1-C_4-alkyl)-aryl;

(f)-C(=O)(R^a), -SO_2R^a, -$SO_2N(R^a)(R^b)$, CN, NR^aR^b, NO_2, F, Cl, Br, I, OH, $OCONR^aR^b$, O(C_1-C_4-alkyl)$CONR^aR^b$,-$OSO_2NR^aR^b$, $COOR^a$, N(R^a)COR^a , or $CONR^aR^b$;

R^4 and R^5 each independently is:

(a) H;

(b) -C_1-C_6-alkyl, -C_2-C_6-alkenyl, -C_2-C_6-alkynyl or -C_3-C_6-cycloalkyl, any of which is optionally substituted with one or more of the following substituents: F, CF_3, -O-(C_1-C_4)alkyl, CN, -N(R^a)(R^b), -N(R^a)CO-(C_1-C_4)alkyl, COOR^b, CON(R^a)(R^b) or phenyl;

(c) -O-C_0-C_6-alkyl, -O-aryl, or -O-C_1-C_4-alkyl-aryl, wherein aryl is phenyl, pyridyl, pyrimidinyl, furyl, thienyl, pyrrolyl, triazolyl, pyrazolyl, thiazolyl, isoxazolyl, oxazolyl, or oxadiazolyl, any aryl of which is optionally substituted with 1-3 substituents selected from i) F, Cl, Br, I, ii) -CN, iii) -NO_2, iv) –C(=O)(R^a), v) -OR^a, vi) -N$R^a$$R^b$, vii) -$C_0$-4alkyl-CO-O$R^a$, viii) -($C_0$-4alkyl)-NH-CO-O$R^a$, ix) -($C_0$-4alkyl)-CO-N($R^a$)($R^b$), x) -S(O)$_{0-2}$$R^a$, xi) -$SO_2$N($R^a$)($R^b$), xii) -N$R^a$$SO_2R^a$, xiii) -$C_1$-10alkyl, and xiv) -$C_1$-10alkyl, wherein one or more of the alkyl carbons can be replaced by a -NR^a-, - O-, -S(O)$_{1-2}$-, -O-C(O)-, -C(O)-O-, -C(O)-N(R^a)-, -N(R^a)-C(O)-, -N(R^a)-C(O)-N(R^a)-, -C(O)-, -CH(OH)-, -C=C-, or -C≡C-;

(d) -C_0-C_4-alkyl-C_1-C_4-perfluoroalkyl, or -O-C_0-C_4-alkyl-C_1-C_4-perfluoroalkyl; or

(e) CN, NH_2, NO_2, F, Cl, Br, I, OH, OCON(R^a)(R^b) O(C_1-C_4-alkyl)CON$R^a$$R^b$, -$OSO_2$N($R^a$)($R^b$), COO$R^b$, CON($R^a$)($R^b$), or aryl, wherein aryl is phenyl, pyridyl, pyrimidinyl, furyl, thienyl, pyrrolyl, triazolyl, pyrazolyl, thiazolyl, isoxazolyl, oxazolyl, or oxadiazolyl, any aryl of which is optionally substituted with 1-3 substituents selected from i) F, Cl, Br, I, ii) -CN, iii) -NO_2, iv) –C(=O)(R^a), v) -OR^a, vi) -N$R^a$$R^b$, vii) -$C_0$-4alkyl-CO-O$R^a$, viii) -($C_0$-4alkyl)-NH-CO-O$R^a$, ix) -($C_0$-4alkyl)-CO-N($R^a$)($R^b$), x) -S(O)$_{0-2}$$R^a$, xi) -$SO_2$N($R^a$)($R^b$), xii) -N$R^a$$SO_2R^a$, xiii) -$C_1$-10alkyl, and xiv) -$C_1$-10alkyl, wherein one or more of the alkyl carbons can be replaced by a -NR^a-, - O-, -S(O)$_{1-2}$-, -O-C(O)-, -C(O)-O-, -C(O)-N(R^a)-, -N(R^a)-C(O)-, -N(R^a)-C(O)-N(R^a)-, -C(O)-, -CH(OH)-, -C=C-, or -C≡C; and

R^6, R^7 and R^8 each independently is:

(a) H;

(b) C_1-C_6-alkyl, C_2-C_4-alkenyl, C_2-C_4-alkynyl or C_3-C_6-cycloalkyl, any of which is optionally substituted with one or more of the following substituents: F, CF_3, OH, O-(C_1-C_4)alkyl, OCON(R^a)(R^b), N$R^a$$R^b$, COO$R^a$, CN, CON$R^a$$R^b$, N($R^a$)CON$R^a$$R^b$, N($R^a$)$SO_2NR^a$$R^b$, SO_2N$R^a$$R^b$, S(O)$_{0-2}$($C_1$-$C_4$-alkyl), -C(=NH)$NH_2$, tetrazolyl, triazolyl, imidazolyl, oxazolyl, oxadiazolyl, isooxazolyl, thiazolyl, furyl, thienyl, pyrazolyl, pyrrolyl, pyridyl, pyrimidinyl, pyrazinyl, phenyl, piperidinyl, morpholinyl, pyrrolidinyl, or piperazinyl;

(c) -O- C_1-C_6-alkyl, -O-C_3-C_6-cycloalkyl, -S-C_1-C_6-alkyl or -S-C_3-C_6-cycloalkyl, any of which is optionally substituted with one or more of the following substituents: F, CF_3, OH, O-(C_1-C_4)alkyl, NH_2, NH(C_1-C_4-alkyl), N(C_1-C_4-alkyl)$_2$, COOH , CN, $CONH_2$,

$CONH(C_1\text{-}C_4\text{-alkyl})$, $CONH(C_1\text{-}C_4\text{-alkyl})_2$, SO_2NH_2, $SO_2NH(C_1\text{-}C_4\text{-alkyl})$, tetrazolyl, triazolyl, imidazolyl, oxazolyl, oxadiazolyl, isooxazolyl, thiazolyl, furyl, thienyl, pyrazolyl, pyrrolyl, pyridyl, pyrimidinyl, pyrazinyl, phenyl, piperidinyl, morpholinyl, pyrrolidinyl, or piperazinyl;

(d) $-C_0\text{-}C_4\text{-alkyl-}C_1\text{-}C_4\text{-perfluoroalkyl}$, or $-O\text{-}C_0\text{-}C_4\text{-alkyl-}C_1\text{-}C_4\text{-perfluoroalkyl}$;

(e) -O-aryl, or $-O\text{-}C_1\text{-}C_4\text{-alkyl-aryl}$, wherein aryl is phenyl, pyridyl, pyrimidinyl, furyl, thienyl, pyrrolyl, triazolyl, pyrazolyl, thiazolyl, isoxazolyl, oxazolyl, or oxadiazolyl, any aryl of which is optionally substituted with 1-3 substituents selected from i) F, Cl, Br, I, ii) -CN, iii) $-NO_2$, iv) $-C(=O)(R^a)$, v) $-OR^a$, vi) $-NR^aR^b$, vii) $-C_{0\text{-}4}\text{alkyl-CO-}OR^a$, viii) $-(C_{0\text{-}4}\text{alkyl})\text{-NH-CO-}OR^a$, ix) $-(C_{0\text{-}4}\text{alkyl})\text{-CO-}N(R^a)(R^b)$, x) $-S(O)_{0\text{-}2}R^a$, xi) $-SO_2N(R^a)(R^b)$, xii) $-NR^aSO_2R^a$, xiii) $-C_{1\text{-}10}\text{alkyl}$, and xiv) $-C_{1\text{-}10}\text{alkyl}$, wherein one or more of the alkyl carbons can be replaced by a $-NR^a$-, - O-, $-S(O)_{1\text{-}2}$-, -O-C(O)-, -C(O)-O-, $-C(O)\text{-}N(R^a)$-, $-N(R^a)\text{-}C(O)$-, $-N(R^a)\text{-}C(O)\text{-}N(R^a)$-, -C(O)-, -CH(OH)-, -C=C-, or -C≡C; (f) CN, $N(R^a)(R^b)$, NO_2, F, Cl, Br, I, $-OR^a$, $-SR^a$, $-OCON(R^a)(R^b)$, $-OSO_2N(R^a)(R^b)$, $COOR^b$, $CON(R^a)(R^b)$, $-N(R^a)CON(R^a)(R^b)$, $-N(R^a)SO_2N(R^a)(R^b)$, $-C(OR^b)R^a$, $-C(OR^a)CF_3$, $-C(NHR^a)CF_3$, $-C(=O)R^a$, $C(=O)CF_3$, $-SOCH_3$, $-SO_2CH_3$, $-NHSO_2(C_{1\text{-}6}\text{-alkyl})$, $-NHSO_2\text{-aryl}$, $SO_2N(R^a)(R^b)$, $-CH_2OSO_2N(R^a)(R^b)$, $SO_2N(R^b)\text{-}OR^a$, $-C(=NH)NH_2$, $-CR_a=N\text{-}OR_a$, CH=CH or aryl, wherein aryl is phenyl, pyridyl, pyrimidinyl, furyl, thienyl, pyrrolyl, triazolyl, pyrazolyl, thiazolyl, isoxazolyl, oxazolyl, or oxadiazolyl, any aryl of which is optionally substituted with 1-3 substituents selected from i) F, Cl, Br, I, ii) -CN, iii) $-NO_2$, iv) $-C(=O)(R^a)$, v) $-OR^a$, vi) $-NR^aR^b$, vii) $-C_{0\text{-}4}\text{alkyl-CO-}OR^a$, viii) $-(C_{0\text{-}4}\text{alkyl})\text{-NH-CO-}OR^a$, ix) $-(C_{0\text{-}4}\text{alkyl})\text{-CO-}N(R^a)(R^b)$, x) $-S(O)_{0\text{-}2}R^a$, xi) $-SO_2N(R^a)(R^b)$, xii) $-NR^aSO_2R^a$, xiii) $-C_{1\text{-}10}\text{alkyl}$, and xiv) $-C_{1\text{-}10}\text{alkyl}$, wherein one or more of the alkyl carbons can be replaced by a $-NR^a$-, - O-, $-S(O)_{1\text{-}2}$-, -O-C(O)-, -C(O)-O-, $-C(O)\text{-}N(R^a)$-, $-N(R^a)\text{-}C(O)$-, $-N(R^a)\text{-}C(O)\text{-}N(R^a)$-, -C(O)-, -CH(OH)-, -C=C-, or -C≡C; or when R^6 and R^7 are present on adjacent carbon atoms, R^6 and R^7, together with the ring to which they are attached, may form a bicyclic aromatic ring selected from naphthyl, indolyl, quinolinyl, isoquinolinyl, quinoxalinyl, benzofuryl, benzothienyl, benzoxazolyl, benzothiazolyl, and benzimidazolyl, any aromatic ring of which is optionally substituted with 1-4 independent substituents selected from i) halogen, ii) -CN, iii) $-NO_2$, iv) –CHO, v) $-O\text{-}C_{1\text{-}4}\text{alkyl}$, vi) $-N(C_{0\text{-}4}\text{alkyl})(C_{0\text{-}4}\text{alkyl})$, vii) $-C_{0\text{-}4}\text{alkyl-CO-O}(C_{0\text{-}4}\text{alkyl})$, viii) $-(C_{0\text{-}4}\text{alkyl})\text{-NH-CO-O}(C_{0\text{-}4}\text{alkyl})$, ix) $-(C_{0\text{-}4}\text{alkyl})\text{-CO-}N(C_{0\text{-}4}\text{alkyl})(C_{0\text{-}4}\text{alkyl})$, x) $-S(C_{0\text{-}4}\text{alkyl})$, xi) $-S(O)(C_{1\text{-}4}\text{alkyl})$, xii) $-SO_2(C_{0\text{-}4}\text{alkyl})$, xiii) $-SO_2N(C_{0\text{-}4}\text{alkyl})(C_{0\text{-}4}\text{alkyl})$, xiv) $-NHSO_2(C_{0\text{-}4}\text{alkyl})(C_{0\text{-}4}\text{alkyl})$, xv) $-C_{1\text{-}10}\text{alkyl}$ and xvi) $-C_{1\text{-}10}\text{alkyl}$ in which one

or more of the carbons can be replaced by a -N(C_{0-6}alkyl)-, -O-, -S(O)$_{1-2}$-, -O-C(O)-, -C(O)-O-, -C(O)-N(C_{0-6}alkyl)-, -N(C_{0-6}alkyl)-C(O)-, -N(C_{0-6}alkyl)-C(O)-N(C_{0-6}alkyl)-, -C(O)-, -CH(OH), -C=C-, or -C≡C-; with the proviso that R^1, R^3 and R^6 are not hydrogen at the same time.

2(Original). The compound according to Claim 1 represented by Formula (I), or a pharmaceutically acceptable salt thereof.

3(Original). The compound according to Claim 2, or a pharmaceutically acceptable salt thereof, wherein

R^6 is other than H and is attached at the ortho position.

4(Original). The compound according to Claim 1 represented by Formula (II), or a pharmaceutically acceptable salt thereof.

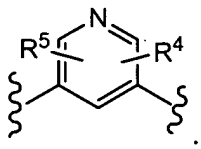
5(Original). The compound according to Claim 4, or a pharmaceutically acceptable salt thereof, wherein

R^6 is other than H and is attached at the ortho position.

6(Original). The compound according to Claim 1 represented by Formula (III), or a pharmaceutically acceptable salt thereof.

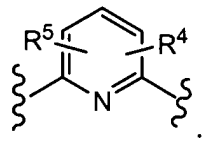
7(Original). The compound according to Claim 6, or a pharmaceutically acceptable salt thereof, wherein

HET is



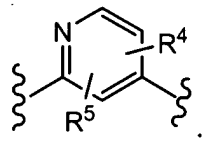
8(Original). The compound according to Claim 6, or a pharmaceutically acceptable salt thereof, wherein

HET is



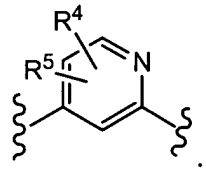
9(Original). The compound according to Claim 6, or a pharmaceutically acceptable salt thereof, wherein

HET is



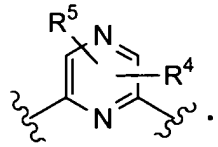
10(Original). The compound according to Claim 6 or a pharmaceutically acceptable salt thereof, wherein

HET is



11(Original). The compound according to Claim 6, or a pharmaceutically acceptable salt thereof, wherein

HET is



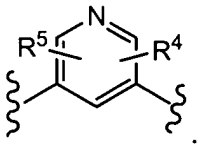
12(Original). The compound according to Claim 6, or a pharmaceutically acceptable salt thereof, wherein

R^6 is other than H and is attached at the ortho position.

13(Original). The compound according to Claim 1 represented by Formula (IV), or a pharmaceutically acceptable salt thereof.

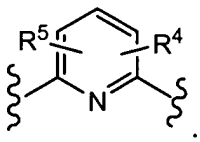
14(Original). The compound according to Claim 13, or a pharmaceutically acceptable salt thereof, wherein

HET is



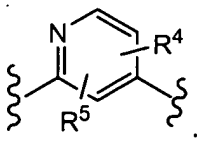
15(Original). The compound according to Claim 13, or a pharmaceutically acceptable salt thereof, wherein

HET is



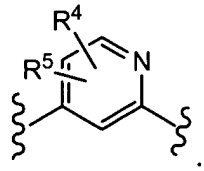
16(Original). The compound according to Claim 13, or a pharmaceutically acceptable salt thereof, wherein

HET is



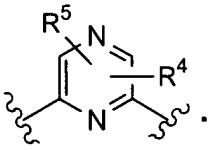
17(Original). The compound according to Claim 13, or a pharmaceutically acceptable salt thereof, wherein

HET is



18(Original). The compound according to Claim 13, or a pharmaceutically acceptable salt thereof, wherein

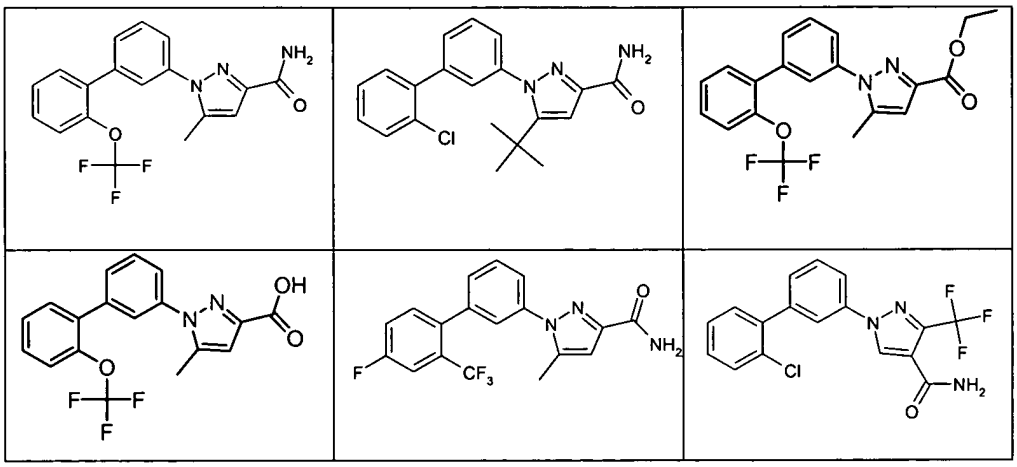
HET is



19(Original). The compound according to Claim 13, or a pharmaceutically acceptable salt thereof, wherein

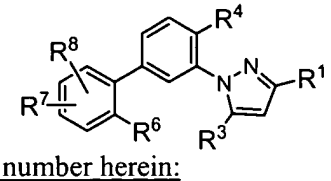
R^6 is other than H and is attached at the ortho position.

20(Original). A compound represented by



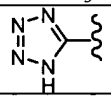
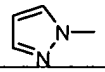
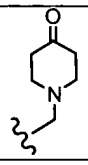
or a pharmaceutically acceptable salt thereof.

21(Currently Amended). The compound according to Claim 1 represented by



as indicated by the compound number herein:

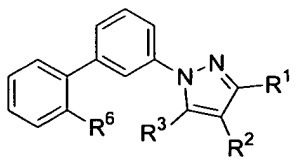
Compd	R^8	R^7	R^6	R^4	R^3	R^1
1	H	H	CF_3	H	H	CH_3
2	H	H	OCF_3	H	H	CH_3
3	H	H	OCF_3	H	CH_3	H
4	H	H	CF_3	H	CH_3	H
5	H	H	CF_3	H	CH_3	CH_3
6	H	H	OCF_3	H	CH_3	CH_3
7	H	H	Cl	H	H	CF_3
8	H	H	Cl	H	CH_3	$CONH_2$
9	H	H	CF_3	H	CH_3	$CONH_2$
10	H	H	CF_3	H	CH_3	$COOCH_3$
11	H	H	CF_3	H	CH_3	COOH
12	H	H	Cl	H	t-Bu	COOH
13	H	H	OCF_3	H	CH_3	$COOCH_3$
14	H	H	OCF_3	H	CH_3	$CONH_2$
15	H	H	OCF_3	H	CH_3	COOH
16	H	H	OCF_3	H	COOEt	CH_3

17	H	H	CF_3	H	COOEt	CH_3
18	H	H	OCF_3	H	COOH	CH_3
19	H	H	CF_3	H	COOH	CH_3
20	H	H	OH	H	CH_3	$CONH_2$
21	H	H	O-Ph	H	CH_3	COOH
22	H	H	O-Ph	H	CH_3	COOMe
23	H	H	O-Ph	H	CH_3	COOEt
24	H	H	O-Ph	H	CH_3	$CONH_2$
25	H	H	CHO	H	CH_3	$CONH_2$
26	H	4-Cl	Cl	H	CH_3	$CONH_2$
27	H	4-CF_3	H	H	CH_3	$CONH_2$
28	H	3-CF_3	H	H	CH_3	$CONH_2$
29	5-Cl	3-Cl	H	H	CH_3	$CONH_2$
30	H	3-F	H	H	CH_3	$CONH_2$
31	5-CF_3	3-CF_3	H	H	CH_3	$CONH_2$
32	4-F	3-Cl	H	H	CH_3	$CONH_2$
33	H	4-Cl	H	H	CH_3	$CONH_2$
34	H	4-F	H	H	CH_3	$CONH_2$
35	4-Cl	3-Cl	H	H	CH_3	$CONH_2$
36	H	3-OCH_3	OCH_3	H	CH_3	$CONH_2$
37	H	3-Cl	CH_3	H	CH_3	$CONH_2$
38	H	5-Cl	OCH_3	H	CH_3	$CONH_2$
39	H	H		H	CH_3	$CONH_2$
40	H	3- 	H	H	CH_3	$CONH_2$
41	H	3-Ph	H	H	CH_3	$CONH_2$
42	H	H		H	CH_3	$CONH_2$
43	H	4-CH_2OH	H	H	CH_3	$CONH_2$
44	H	H	H	H	CH_3	$CONH_2$
45	H	H	CH_3	H	CH_3	$CONH_2$
46	H	3-COOH	CH_3	H	CH_3	$CONH_2$
47	H	3-F	CH_3	H	CH_3	$CONH_2$
48	H	4-OPh	H	H	CH_3	$CONH_2$
49	H	3-Cl	H	H	CH_3	$CONH_2$
50	H	3-OEt	H	H	CH_3	$CONH_2$
51	H	H	F	H	CH_3	$CONH_2$
52	H	4-OEt	H	H	CH_3	$CONH_2$
53	H	6-F	F	H	CH_3	$CONH_2$
54	H	6-CH_3	CH_3	H	CH_3	$CONH_2$
55	H	4-t-Bu	H	H	CH_3	$CONH_2$
56	H	4- OCF_3	H	H	CH_3	$CONH_2$
57	H	4-$COCH_3$	H	H	CH_3	$CONH_2$
58	H	3-$COCH_3$	H	H	CH_3	$CONH_2$

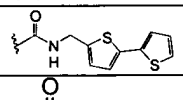
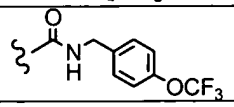
59	H	3-CH_3	CH_3	H	CH_3	$CONH_2$
60	H	4-COOH	H	H	CH_3	$CONH_2$
61	H	4- CHO	H	H	CH_3	$CONH_2$
62	H	4-CF_3	CF_3	H	CH_3	$CONH_2$
63	H	6-CF_3	CF_3	H	CH_3	$CONH_2$
64	H	6-F	CF_3	H	CH_3	$CONH_2$
65	H	5-F	CF_3	H	CH_3	$CONH_2$
66	H	4-Cl	CF_3	H	CH_3	$CONH_2$
67	H	3-Cl	Cl	H	CH_3	$CONH_2$
68	H	H	OCH_2CF_3	H	CH_3	$CONH_2$
69	H	H	OCF_3	F	CH_3	COOEt
70	H	H	OCF_3	F	CH_3	$CONH_2$
71	H	H	OCF_3	F	COOEt	CH_3
72	H	H	OCF_3	F	$CONH_2$	CH_3
73	H	3-Cl	Cl	F	CH_3	$CONH_2$
74	H	4-CF_3	CF_3	F	CH_3	$CONH_2$
75	H	H	OCF_3	F	CH_3	COOH
76	H	5-F	OH	H	CH_3	$CONH_2$
77	H	5-NMe_2	OCF_3	H	CH_3	$CONH_2$
78	H	4-F	CF_3	H	CH_3	COOH
79	H	4-CF_3	CF_3	H	CH_3	COOH
80	H	4-CF_3	F	H	CH_3	COOH
81	H	3-CF_3	CF_3	H	CH_3	COOH
82	H	H	OCF_3	H	CH_3	CF_3
83	H	H	OCF_3	H	t-Bu	$CONH_2$
84	H	H	OCF_3	H	OCH_2CH_3	CH_3
85	H	5-F	CF_3	H	CH_3	COOH
86	H	3-Cl	Cl	H	CH_3	COOH
87	H	4-Cl	CF_3	H	CH_3	COOH
88	H	3-Cl	Cl	F	CH_3	COOH
89	H	6-Cl	Cl	H	CH_3	COOH
90	H	6-Cl	Cl	H	CH_3	$CONH_2$
91	H	6-F	CF_3	H	CH_3	COOH
92	H	H	CF_3	H	CH_3	COOH
93	H	6-CF_3	CF_3	H	CH_3	COOH
94	H	6-Cl	CF_3	H	CH_3	$CONH_2$

or a pharmaceutically acceptable salt thereof.

22(Currently Amended). The compound of Claim 1 represented by

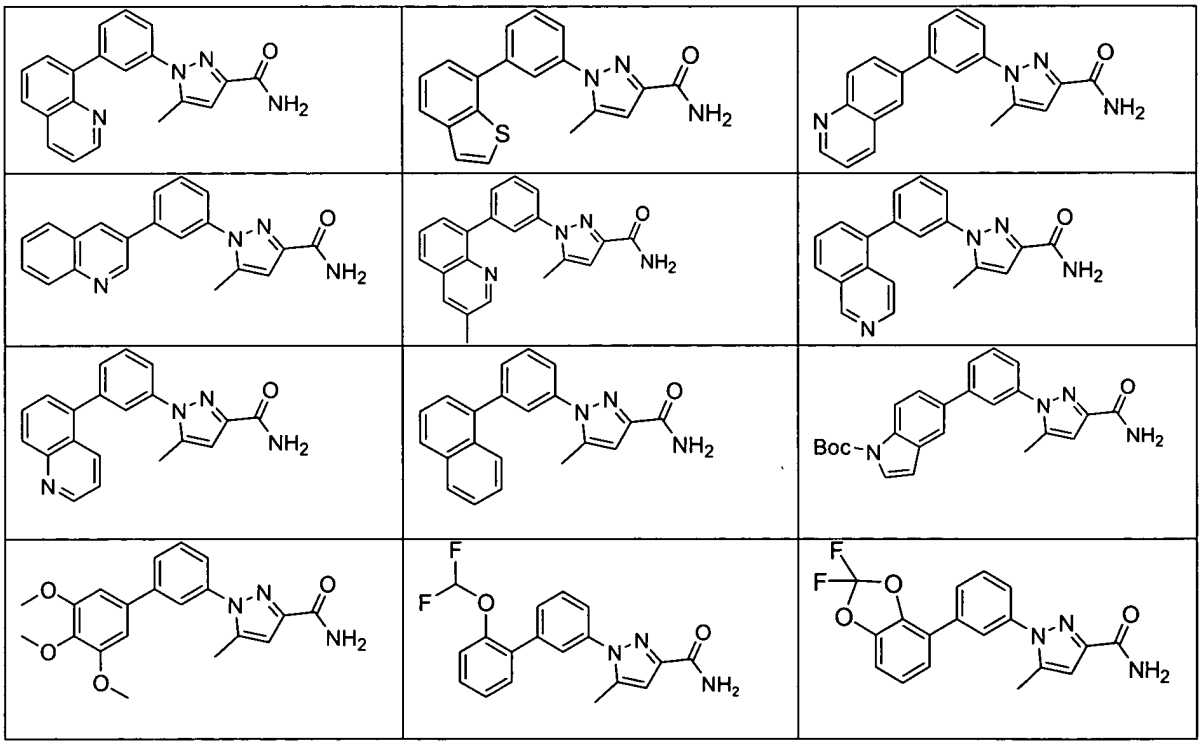


as represented by the compound number below:

Compd	R^6	R^3	R^2	R^1
1	Cl	H	CONH-t-Bu	H
2	Cl	H	CONH-Me	H
3	Cl	H		H
4	Cl	H		H
5	CF_3	H	COOEt	NH_2
6	CF_3	H	COOH	H
7	OCF_3	H	COOEt	H
8	OCF_3	H	COOH	NH_2

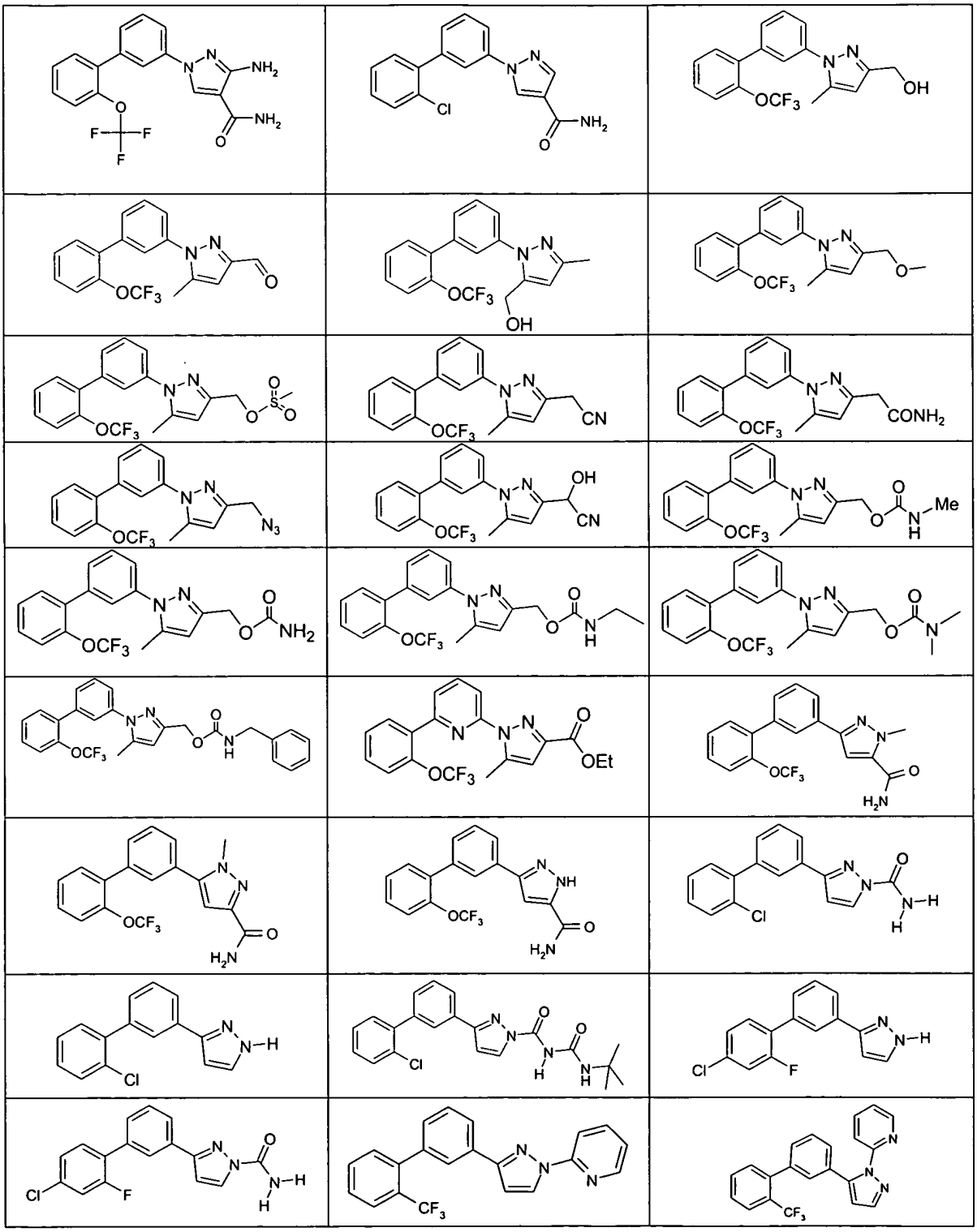
or a pharmaceutically acceptable salt thereof.

23(Original). A compound represented by



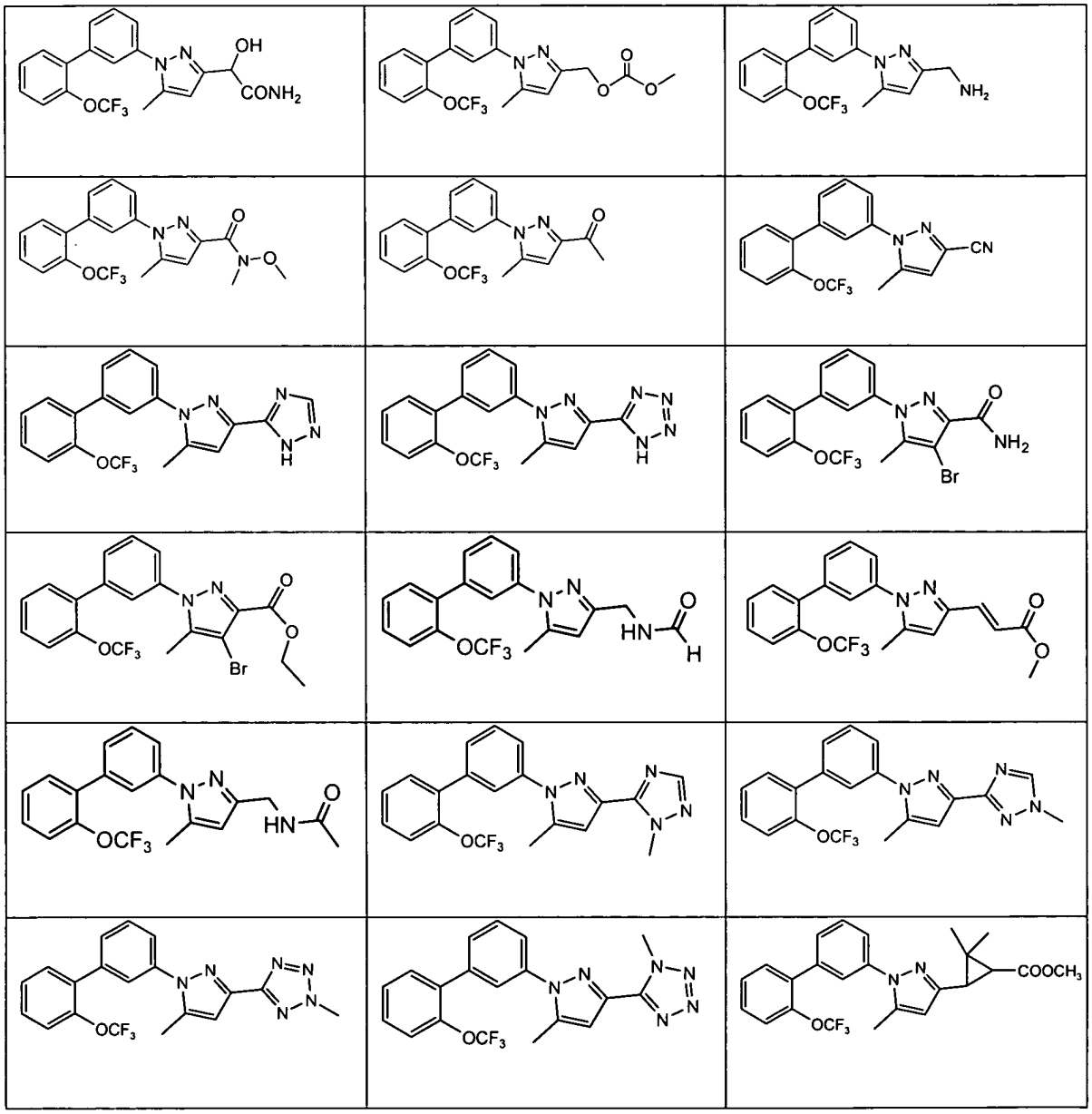
or a pharmaceutically acceptable salt thereof.

24(Original). A compound represented by



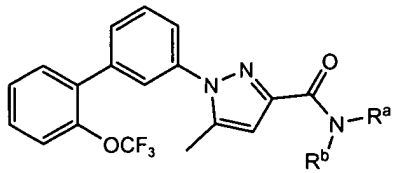
or a pharmaceutically acceptable salt thereof.

25(Original). A compound represented by

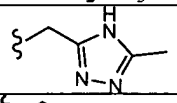
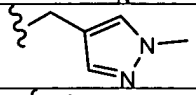
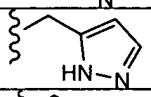
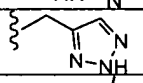
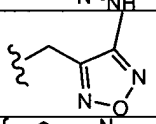
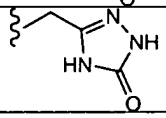
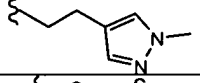
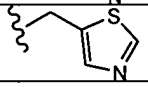


or a pharmaceutically acceptable salt thereof.

26(Currently amended). The compound of Claim 1 is represented by

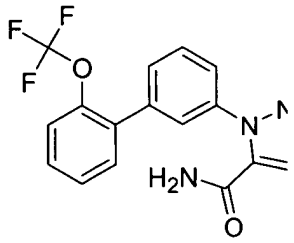
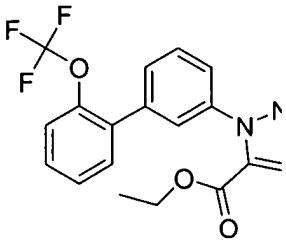
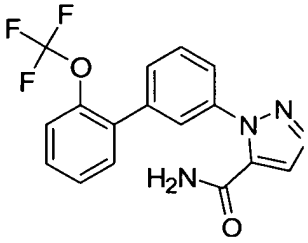
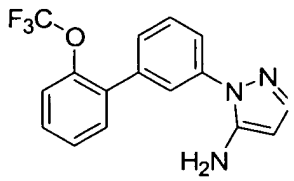
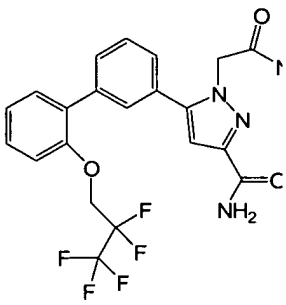
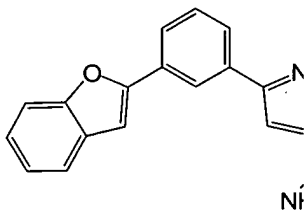
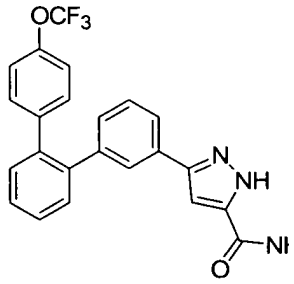
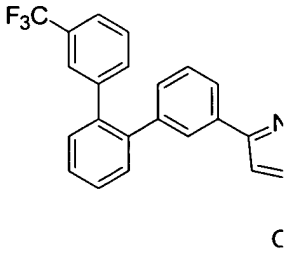
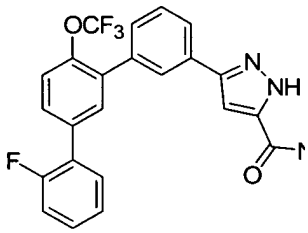


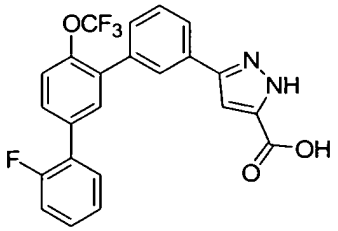
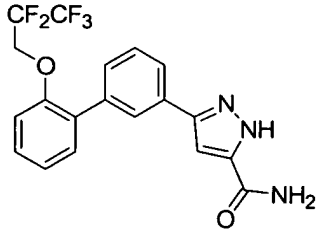
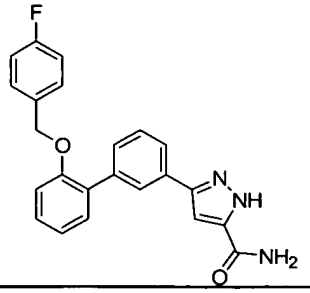
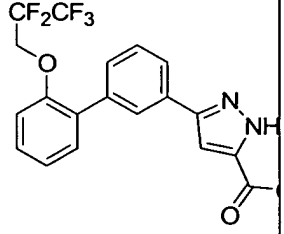
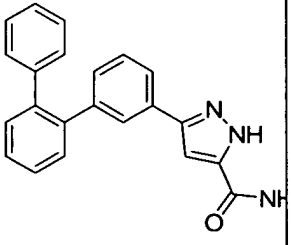
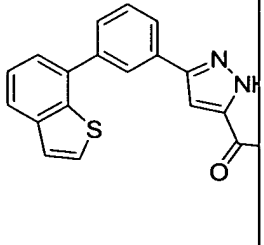
as represented by the compound number below:

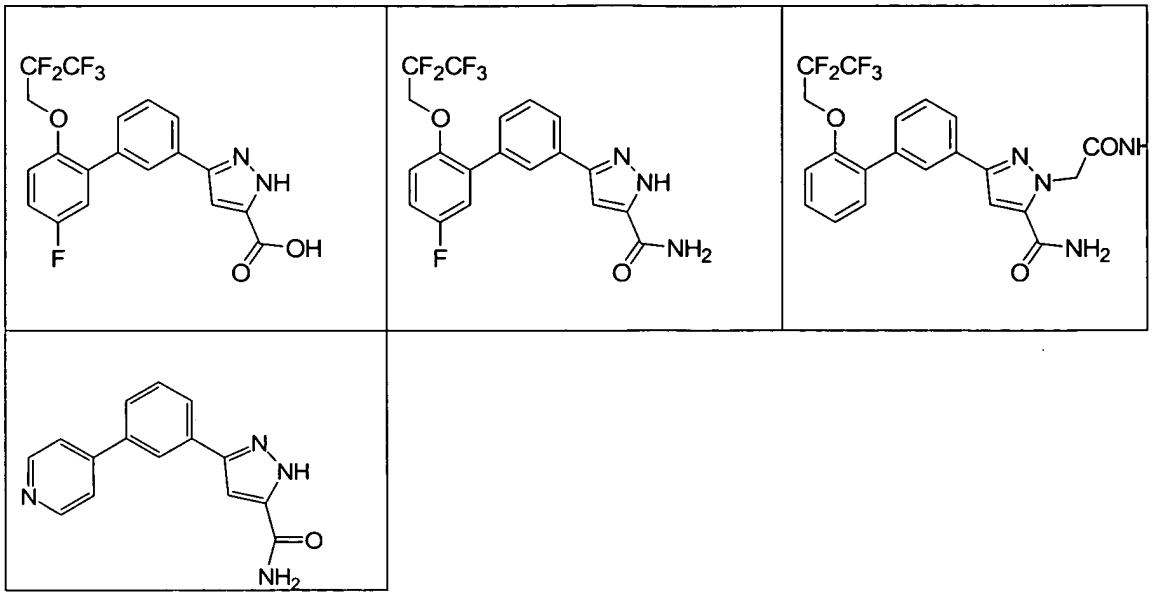
Compound	R^a	R^b
1	$-CH_2CH_2OH$	H
2	$-CH_2CH_2CH_2OH$	H
3	$-CH(CH_2OH)_2$	H
4	$-CH_3$	H
5	$-CH_2CH_3$	H
6		H
7		H
8		H
9		H
10		H
11		CH_3
12		CH_3
13		H

or a pharmaceutically acceptable salt thereof.

27(Original). A compound represented by

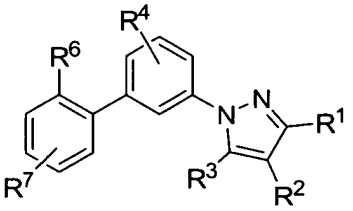












or a pharmaceutically acceptable salt thereof.

28(Currently Amended). The compound of Claim 1 represented by



as represented by the compound number below:

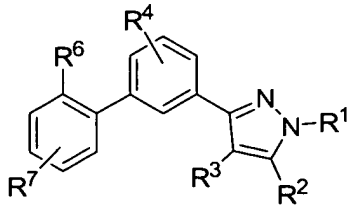
Compd	R^7	R^6	R^4	R^3	R^2	R^1
1	H	CF_3	H	$CONH_2$	H	$CONH_2$
2	H	OCF_3	H	$CONH_2$	H	$CONH_2$
3	4-CF_3	CF_3	H	$CONH_2$	H	$CONH_2$
4	5-F	CF_3	H	$CONH_2$	H	$CONH_2$
5	5-CF_3	OCF_3	H	$CONH_2$	H	$CONH_2$
6	H	$OCHF_2$	H	$CONH_2$	H	$CONH_2$
7	5-CF_3	CF_3	H	$CONH_2$	H	$CONH_2$
8	6-F	CF_3	H	$CONH_2$	H	$CONH_2$
9	4-F	$OCH_2CF_3CF_3$	H	$CONH_2$	H	$CONH_2$

10	6-CF_3	CF_3	H	$CONH_2$	H	$CONH_2$
11	H	$OCH(CH_3)_2$	H	$CONH_2$	H	$CONH_2$
12	3-OCF_3	$OCH_2CF_3CF_3$	H	$CONH_2$	H	$CONH_2$
13	3-CF_3	$OCH_2CF_3CF_3$	H	$CONH_2$	H	$CONH_2$
14	5-F	$OCH_2CF_3CF_3$	H	$CONH_2$	H	$CONH_2$
15	5-F	OCF_3	H	$CONH_2$	H	$CONH_2$
16	4-F	CF_3	H	$CONH_2$	H	$CONH_2$
17	H	CF_3	H	CONH-Et	H	CONH-Et
18	H	CF_3	H	$CONH_2$	H	CONH-Et
19	H	OCF_3	4-F	$CONH_2$	H	$CONH_2$
20	H	OCF_3	H	CONH-Et	H	$CONH_2$
21	H	OCF_3	H	COOEt	H	COOEt
22	H	CF_3	H	COOEt	H	COOEt
23	H	OCF_3	H	COOEt	H	$CONH_2$
24	H	CF_3	H	COOEt	H	$CONH_2$
25	4-CF_3	CF_3	H	COOEt	H	$CONH_2$
26	4-CF_3	CF_3	H	$CONH_2$	H	COOEt
27	H	OCF_3	H	$CONH_2$	H	COOEt
28	H	CF_3	H	$CONH_2$	H	COOEt
29	H	OCF_3	4-F	COOH	H	COOEt
30	H	OCF_3	4-F	COOH	H	$CONH_2$
31	H	OCF_3	4-F	$CONH_2$	H	COOEt
32	H	OCF_3	H	COOH	H	$CONH_2$
33	H	OCF_3	H	CH_3	COOMe	COOEt
34	H	OCF_3	H	CH_3	COOH	COOH
35	4-CF_3	CF_3	H	CH_3	COOH	COOH
36	H	OCF_3	H	CH_3	$CONH_2$	$CONH_2$
37	4-CF_3	CF_3	H	CH_3	$CONH_2$	$CONH_2$
38	H	CF_3	H	CH_3	COOH	COOH
39	H	CF_3	H	CH_3	$CONH_2$	$CONH_2$
40	5-CF_3	CF_3	H	CH_3	$CONH_2$	$CONH_2$
41	5-CF_3	CF_3	H	CH_3	COOH	COOH
42	H	CF_3	4-OCF_3	CH_3	COOMe	COOH
43	H	OCF_3	4-OCF_3	CH_3	$CONH_2$	$CONH_2$

44	H	CF_3	4-OCF_3	CH_3	$CONH_2$	$CONH_2$
45	H	OCF_3	4-F	CH_3	COOEt	COOEt
46	H	CF_3	4-F	CH_3	COOEt	COOEt
47	H	OCF_3	4-F	CH_3	COOEt	$CONH_2$
48	H	OCF_3	4-F	CH_3	$CONH_2$	$CONH_2$
49	H	CF_3	4-F	CH_3	COOEt	$CONH_2$
50	H	CF_3	4-F	CH_3	$CONH_2$	$CONH_2$
51	H	OCF_3	4-F	CH_3	COOH	COOH
52	H	Cl	H	H	CONH-Me	H
53	H	Cl	H	H	$CONH_2$	CF_3
54	H	OCF_3	H	H	COOEt	NH_2
55	H	CF_3	H	H	COOEt	NH_2
56	H	OCF_3	H	H	COOH	H
57	H	OCF_3	H	H	COOEt	H
58	4-CF_3	CF_3	H	H	COOEt	NH_2
59	H	OCF_3	H	H	COOH	NH_2
60	H	OCF_3	H	H	$CONH_2$	H
61	H	OCF_3	H	H	$CONH_2$	NH_2
62	H	OCF_3	H	CH_3	$CONH_2$	CH_3
63	H	Cl	H	H	$CONH_2$	H

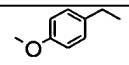
or a pharmaceutically acceptable salt thereof.

29(Currently Amended).The compound of Claim 1 represented by



as represented by the compound number below:

Compd	**R^7**	**R^6**	**R^4**	**R^3**	**R^2**	**R^1**
1	H	OCF_3	H	H	$COOCH_3$	H
2	H	CF_3	H	NH_2	$CONH_2$	H

3	H	OCF_3	H	NH_2	COOH	H
4	H	OCF_3	H	NH_2	$CONH_2$	H
5	H	CF_3	H	NH_2	COOH	H
6	H	OCF_3	H	H	COOEt	H
7	H	CF_3	H	H	COOEt	H
8	H	CF_3	H	H	$CONH_2$	
9	H	OCF_3	F	H	COOEt	H
10	H	OCF_3	F	H	$CONH_2$	H
11	H	OCF_3	H	CH_3	COOEt	H
12	H	OCF_3	H	CH_3	COOH	H
13	H	OCF_3	H	CH_3	$CONH_2$	H
14	H	CF_3	H	CH_3	COOH	H
15	H	CF_3	H	CH_3	$CONH_2$	H
16	4-CF_3	CF_3	H	CH_3	COOH	H
17	4-CF_3	CF_3	H	CH_3	$CONH_2$	H
18	H	OCF_3	F	H	COOH	H
19	5-CF_3	CF_3	H	H	COOH	H
20	5-CF_3	CF_3	H	H	$CONH_2$	H
21	H	CF_3	H	CH_3	$CONH_2$	t-Bu
22	H	OCF_3	H	H	COOH	t-Bu
23	H	OCF_3	H	H	$CONH_2$	t-Bu
24	6-F	CF_3	H	H	$CONH_2$	H
25	6-F	CF_3	H	H	COOH	H
26	5-F	OCF_3	H	H	COOH	H
27	5-F	OCF_3	H	H	$CONH_2$	H
28	4-CF_3	CF_3	H	H	$CONH_2$	H
29	H	OCF_3	H	H	$CONHNMe_2$	H

or a pharmaceutically acceptable salt thereof.

30(Original). A pharmaceutical composition comprising a therapeutically effective amount of the compound according to Claim 1, or a pharmaceutically acceptable salt thereof, and a pharmaceutically acceptable carrier.

31(Original). The pharmaceutical composition according to Claim 27, further comprising a second therapeutic agent selected from the group consisting of: i) opiate agonists, ii) opiate antagonists, iii) calcium channel antagonists, iv) 5HT receptor agonists, v) 5HT receptor antagonists vi) sodium channel antagonists, vii) NMDA receptor agonists, viii) NMDA receptor antagonists, ix) COX-2 selective inhibitors, x) NK1 antagonists, xi) non-steroidal anti-inflammatory drugs, xii) selective serotonin reuptake inhibitors, xiii) selective serotonin and norepinephrine reuptake inhibitors, xiv) tricyclic antidepressant drugs, xv) norepinephrine modulators, xvi) lithium, xvii) valproate, and xviii) neurontin.

32. Cancel.
33. Cancel.
34. Cancel.
35. Cancel.
36. Cancel.
37. Cancel.
38. Cancel.
39. Cancel.
40. Cancel.
41. Cancel.
42. Cancel.
43. Cancel.
44. Cancel.